

Funding Systems Railcars, Inc.

TRI-STATE CENTER • SUITE 370 • 2215 SANDERS RD. • NORTHBROOK, IL 60062 • (312) 272-8350

August 14, 1984

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 14099 F

FILED 1455

AUG 17 1984 - 3 05 PM

INTERSTATE COMMERCE COMMISSION

No. 4-230A 120

Date AUG 17 1984

Fee \$

Dear Sir:

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the United States Code and the regulations thereunder are the original and one copy of the Amendment to Management Contract, a secondary document, under the Management Contract dated June 1, 1983.

The primary document to which this is connected is recorded under the Recordation Number 14099.

The names and addresses of the parties to the enclosed documents are:

Manager: Funding Systems Railcars, Inc.
Suite 370
2215 Sanders Road
Northbrook, IL 60062

Owner: Trans Union Leasing Corporation
222 West Adams Street
Chicago, IL 60606

A general description of railroad equipment covered by the enclosed document is as follows:

Five (5) open-top hopper cars with identification marks WSOR.

The original and all extra copies of the enclosed documents should be returned to Ms. Sharon Schumacher of Funding Systems Railcars, Inc., Suite 370, 2215 Sanders Road, Northbrook, IL 60062.

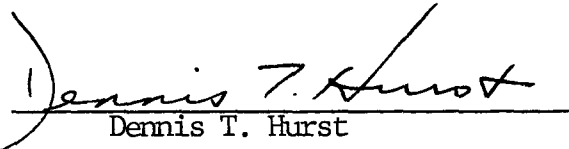
Also enclosed is a remittance in the amount of \$10.00 for payment of recordation fees.

100 OFFICE OF
TRUST
AUG 17 1984
MOTOR CARRIER UNIT

Mr. James H. Bayne
Interstate Commerce Commission
August 14, 1984
Page 2

I am an officer of Funding Systems Railcars, Inc. and have knowledge of the matters set forth herein.

Very truly yours,

By 
Dennis T. Hurst

DTH:pb
encl.

SENT VIA: Certified Mail

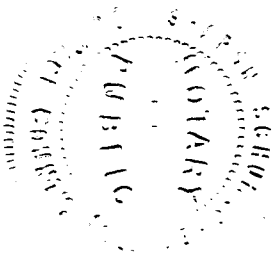
STATE OF ILLINOIS)
COUNTY OF DuPAGE)

RECORDATION NO. 14099 F Filed 1425

AUG 17 1984 - 3 05 PM

INTERSTATE COMMERCE COMMISSION

On this 14th day of August, 1984, I hereby
certify that I have compared the attached copy of Amendment to Management Contract
between Funding Systems Railcars, Inc. and Trans Union Leasing Corporation dated
August 1, 1984 with the original and have found the copy to be complete and
identical in all respects to the original document.



Sharon Schumaker
Notary Public

My commission expires:

My Commission Expires Jan. 27, 1985

RECORDATION NO. 14099-F

Filed 1426

AUG 17 1984 3 00 PM

STATE COMMERCE COMMISSION

AMENDMENT

TO

MANAGEMENT CONTRACT

Dated as of June 1, 1983

Between

Trans Union Leasing Corporation

as Owner

AND

Funding Systems Railcars, Inc.

as Manager

AMENDMENT TO
MANAGEMENT CONTRACT

THIS AMENDMENT is dated as of the 1st day of AUGUST, 1984 and amends that certain Management Contract dated as of June 1, 1983 (the "Agreement") between Trans Union Leasing Corporation (the "Owner") and Funding Systems Railcars, Inc. (the "Manager").

WHEREAS the parties hereto are parties to the Management Contract which was filed with the Interstate Commerce Commission at Recordation Number 14099 on July 14, 1983; and

WHEREAS, the parties hereto now desire to amend the Management Contract as hereinafter provided.

NOW THEREFORE, intending to be legally bound hereby, the parties hereto do agree as follows:

1. Equipment The Management Contract covers certain open-top hopper railroad cars (the "Equipment") more fully described on Exhibit A to the Agreement. The parties hereto agree that the Manager may change the equipment numbers on certain items of Equipment and that the Agreement and Exhibit A thereto are hereby amended to change the equipment numbers for the following items of Equipment:

The item of Equipment
bearing the number

Shall be changed to
Equipment number

UMP 6553
UMP 6574

WSOR 6553, effective 7/13/84
WSOR 6574, effective 7/13/84

PW 6445
PW 6505
PW 6546

WSOR 6445, effective 7/31/84
WSOR 6505, effective 7/31/84
WSOR 6546, effective 7/31/84

2. Further Modifications Except as expressly set forth herein, the Agreement shall remain in full force and effect, unamended and unmodified.

IN WITNESS WHEREOF, the Owner and the Manager have executed this Amendment as of the day and year first above written.

TRANS UNION LEASING CORPORATION

ATTEST:

By M. A. Cox
Title: President

Karen Blouski

FUNDING SYSTEMS RAILCARS, INC.

By Dennis T. Hurst
Title: Executive Vice President - Finance

Sharon L. Schumacher

STATE OF Illinois)
COUNTY OF Cook)

ss.

On this 3rd day of August, 1984, before me personally appeared William S. Cox, to me personally known, who, being by me duly sworn, said that he/she is an authorized officer of Trans Union Leasing Corporation that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Ostrowski
Notary Public

[Notary Seal]

My commission expires:

July 28, 1986

STATE ILLINOIS)
) ss.
COUNTY OF DU PAGE)

On this 1st day of AUGUST, 1984, before
me personally appeared DENNIS T. HURST, to me
personally known, who, being by me duly sworn, says that he/she
is Executive Vice President - Finance
of Funding Systems Railcars, Inc.,
that the foregoing instrument was signed on behalf of said corporation
by proper authority therefor, and he/she acknowledged that the
execution of the foregoing instrument was the free act and deed of
said corporation.

Sharon Schumacher

Notary Public

(Notarial Seal)

My commission expires:
My Commission Expires Jan. 27, 1985